

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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RICHARD REINHARDT

(pka Richie Ramone and Richie Beau), an individual,

Plaintiff,

-against-

WAL MART STORES, INC., APPLE, INC.,
REALNETWORKS, INC., ESTATE OF
JOHN CUMMINGS (aka JOHN RAMONE and
JOHNNY RAMONE), TACO TUNES, INC.,
RAMONES PRODUCTIONS, INC.,
HERZOG & STRAUS, IRA HERZOG,
Defendants.

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07 Civ. 8233 (SAS)

DECLARATION OF
CYNTHIA S. ARATO IN
SUPPORT OF JOINER
OF DEFENDANTS WAL-
MART STORES, INC. AND
REAL NETWORKS, INC.
TO DEFENDANTS'
APPLICATION FOR
ATTORNEYS' FEES
PURSUANT TO 17 U.S.C.
§ 505

CYNTHIA S. ARATO, declares as follows:

1. I am a partner with the law firm Gibson, Dunn & Crutcher, LLP. I am counsel for defendants Walmart Stores, Inc. and Real Networks, Inc. (the "Digital Providers"). I submit this Declaration to document the attorneys' fees and expenses incurred in connection with my firm's representation of the Digital Providers in this action.

2. I, together with an associate attorney Gabrielle Levin and staff, gathered information, conducted legal research and expended time in preparing the motion to dismiss (and reply papers) that were filed in this action on January 18, 2008, by defendants Estate of John Cummings, Taco Tunes, Inc., Ramones Productions, Inc., Herzog of Straus and Ira Herzog (the "Ramones Defendants"). In order to not burden the Court with duplicative filings, the Digital Providers coordinated with the Ramones Defendants to file one motion to dismiss, which the Ramones Defendants filed and in which the Digital Providers joined.

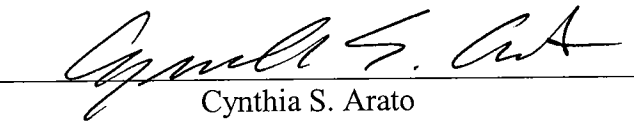
3. I was primarily responsible for this case for the Digital Providers. I have been practicing law since 1991 and have specialized in intellectual property law since approximately 1993. I have substantial expertise in the areas of copyright law and the music and entertainment industries, and have represented clients such as Sony BMG Music Entertainment, the Warner Music Group, Home Box Office and NBC Universal. I have been named as a leading litigation and intellectual property lawyer by the Legal 500 (United States). My current hourly rate for 2008 is \$695. However, my 2008 rate has been discounted in this case to \$645 per hour. (A small portion of my fees in this case were incurred in 2007, at the rate of \$615).

4. Gabrielle Levin graduated from law school in 2006. Since joining Gibson Dunn & Crutcher, she has helped litigate numerous intellectual property matters, including many copyright matters. Ms. Levin's 2008 rate for this case is \$435 per hour, although her regular 2008 rate is \$465 per hour. (A small portion of Ms. Levin's fees in this case were incurred in 2007, at the rate of \$370).

5. The total amount of attorney's and support staff (paralegal) fees and expenses billed by my firm to defend this case prior to the preparation of this application was approximately \$28,860.00 (with approximately \$25,330.00 related to fees and \$3,530.00 related to expenses (primarily to legal research expenses)). The Digital Providers thus seek an award of attorneys' fees pursuant to 17 U.S.C. §505 in this amount.

6. Annexed hereto as Exhibit A is a copy of the professional biographies for myself and Gabrielle Levin.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 2nd day of May, 2008 in New York, New York.


Cynthia S. Arato